

THE
GREENBRIER
COMPANIES

The Greenbrier Companies, Inc.

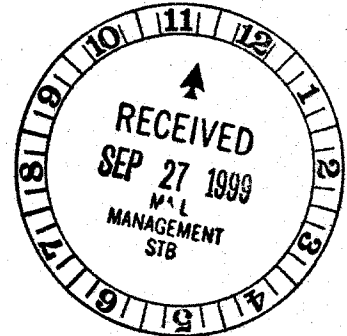
One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

RECORDATION NO. 22447 FILED .

September 21, 1999

SEP 30 '99

10-00 AM



Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of August 1, 1999, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation.
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: The Burlington Northern and Santa Fe Railway Company
2600 Lou Menk Drive
Fort Worth, Texas 76131

A description of the railroad equipment covered by the enclosed document is:

Seventy (70) two-unit articulated Auto-Max™ vehicle carrying railcars built to Gunderson, Inc. specifications bearing marks and numbers as follows:

BNSF 314000 through BNSF 314069, inclusive.

Also enclosed is a payment of \$26 payable to the order of the Surface Transportation Board covering the required recordation fee.

Mr. Vernon A. Williams
September 21, 1999
Page 2

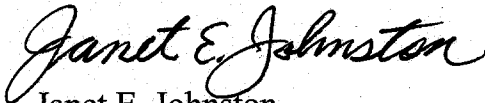
Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement dated as of August 1, 1999 covering seventy (70) two-unit articulated Auto-Max™ vehicle carrying railcars built to Gunderson, Inc. specifications bearing marks and numbers as follows:

BNSF 314000 through BNSF 314069, inclusive

Sincerely,



Janet E. Johnston
Assistant to the
Executive Vice President

jej
Enclosure

cc: Robert W. Alvord, Esq.

RECORDATION NO. 22447

FILED

SEP 30 '99

10-00 AM

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

***THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY
("LESSEE")***

AUGUST 1, 1999

Memorandum of a Lease Agreement made and entered into as of August 1, 1999 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor seventy (70) two-unit articulated Auto-Max™ vehicle carrying railcars built to Gunderson, Inc. specifications (the "Cars"). bearing marks and numbers as follows:

BNSF 314000 through BNSF 314069, inclusive

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR: GREENBRIER LEASING CORPORATION

By: Norris M. Webb

Title: Executive Vice President

LESSEE: THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY

By: Richard J. Bell

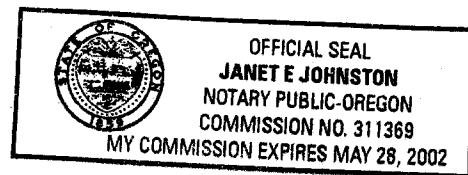
Title: ASP Equipment Operations

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 20th day of September, 1999, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E Johnston
NOTARY PUBLIC

My commission expires: 5/28/2002



STATE OF Texas)
) ss.
COUNTY OF Tarrant)

On this 10th day of September, 1999, before me personally appeared Richard Ebel, to me personally known, who being by me duly sworn, says that he is the AVP Equipment Operations of The Burlington Northern and Santa Fe Railway Company that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Debbie R. Currie
NOTARY PUBLIC

My commission expires: 2/06/2002

